

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	
UAL CORPORATION, et al.,)	Joint Case No. 02 B 48191
)	
)	
Debtors.)	
)	Honorable Eugene R. Wedoff
<hr/>)	
OURHOUSE, INC.,)	
)	Hearing Date: May 21, 2004
)	Hearing Time: 9:30 a.m.
Plaintiff,)	Objection Deadline: May 14, 2004
)	
v.)	
)	
UAL CORPORATION, AIR WIS)	Adversary No. 04 A 02086
SERVICES, INC., AIR WISCONSIN,)	
INC., BIZJET CHARTER, INC., BIZJET)	
FRACTIONAL, INC., BIZJET)	
SERVICES, INC., CONFETTI, INC.,)	
CYBERGOLD, INC., DOMICILE)	
MANAGEMENT SERVICES, INC., FOUR)	
STAR LEASING, INC., ITARGET.COM,)	
INC., KION LEASING, INC., MILEAGE)	
PLUS HOLDINGS, INC., MILEAGE)	
PLUS MARKETING, INC., MILEAGE)	
PLUS, INC., MYPOINTS OFFLINE)	
SERVICES, INC., MYPOINTS.COM,)	
INC., PREMIER MEETING AND)	
TRAVEL SERVICES, INC., UAL)	
BENEFITS MANAGEMENT, INC., UAL)	
COMPANY SERVICES, INC., UAL)	
LOYALTY SERVICES, INC., UNITED)	
AIR LINES, INC., UNITED AVIATION)	
FUELS CORPORATION, UNITED)	
BIZJET HOLDINGS, INC., UNITED)	
COGEN, INC., UNITED GHS INC.,)	
UNITED VACATIONS, INC., UNITED)	
WORLDWIDE CORPORATION,)	
FREDERIC F. BRACE, DOUGLAS A.)	
HACKER, FRANCESCA M. MAHER,)	
RICHARD J. POULTON, SCOTT M.)	
PRAVEN, STEVEN M. RASHER,)	
ROBERT B. SAHADEVAN, and the)	
OFFICIAL COMMITTEE OF)	
UNSECURED CREDITORS OF UAL)	
CORPORATION and each of its jointly-)	
administered debtors,)	

Defendants.

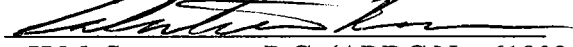
NOTICE OF MOTION

TO: SEE ATTACHED SERVICE LIST

PLEASE TAKE NOTICE that on the 21st day of May, 2003, at 9:30 a.m., Debtors shall appear before the Honorable Bankruptcy Judge Eugene R. Wedoff in Room 744 at the United Bankruptcy Court for the Northern District of Illinois, Eastern Division at the 219 S. Dearborn St., Chicago, Illinois, 60604, and present the attached **Debtors' Motion to Dismiss Counts IV and V**, a copy of which is attached hereto and herewith served upon you.

Dated: May 7, 2004

UAL CORPORATION et al.

By: 
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Counsel for the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
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In re:)	Chapter 11
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UAL CORPORATION, et al.,)	Joint Case No. 02 B 48191
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Debtors.)	
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<hr/> OURHOUSE, INC.,)	Honorable Eugene R. Wedoff
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Plaintiff,)	
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v.)	
)	Adversary No. 04 A 2086
UAL CORPORATION, AIR WIS SERVICES,)	
INC., AIR WISCONSIN, INC., BIZJET)	
CHARTER, INC., BIZJET FRACTIONAL, INC.,)	
BIZJET SERVICES, INC., CONFETTI, INC.,)	
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MANAGEMENT SERVICES, INC., FOUR STAR)	
LEASING, INC., ITARGET.COM, INC., KION)	
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PREMIER MEETING AND TRAVEL)	
SERVICES, INC., UAL BENEFITS)	
MANAGEMENT, INC., UAL COMPANY)	
SERVICES, INC., UAL LOYALTY SERVICES,)	
INC., UNITED AIR LINES, INC., UNITED)	
AVIATION FUELS CORPORATION, UNITED)	
BIZJET HOLDINGS, INC., UNITED COGEN,)	
INC., UNITED GHS INC., UNITED)	
VACATIONS, INC., UNITED WORLDWIDE)	
CORPORATION, FREDERIC F. BRACE,)	
DOUGLAS A. HACKER, FRANCESCA M.)	
MAHER, RICHARD J. POULTON, SCOTT M.)	
PRAVEN, STEVEN M. RASHER, ROBERT B.)	
SAHADEVAN, and the OFFICIAL COMMITTEE)	
OF UNSECURED CREDITORS OF UAL)	
CORPORATION and each of its jointly-)	
administered debtors,)	
)	
Defendants.)	

DEBTORS' MOTION TO DISMISS COUNTS IV AND V

The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby move the Court (the "Motion") to dismiss Counts IV and V of the above captioned adversary complaint for lack of standing pursuant to Federal Rule of Civil Procedure 12(b)(1) as incorporated by Federal Rule of Bankruptcy Procedure 7012. In support of the Motion, the Debtors state as follows.

Introduction

1. The actions contained in Counts IV and V of OurHouse's adversary complaint captioned *OurHouse v. UAL, Inc. et al.*, Adversary No. 04 A 02086, are unquestionably property of the Debtors' estates. Consequently, pursuant to controlling 7th Circuit authority *Fogel v. Zell*, 221 F.3d 955, 966 (7th Cir. 2000), OurHouse lacks standing to pursue such actions without prior relief from the Court upon a showing that the Debtors shirked their fiduciary responsibilities in failing to pursue "colorable" claims alleged in Counts IV and V. *Id.* As OurHouse has not obtained such relief from the Court, OurHouse lacks standing to bring the derivative actions alleged in Counts IV and V of its adversary complaint, and Counts IV and V should, therefore, be dismissed.

Jurisdiction

2. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (O).

3. Venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The bases for the relief requested herein are Section 541(a)(1) of Title 11 of the United States Code as amended from time to time (the "Bankruptcy Code") and Federal Rule of

Civil Procedure 12(b)(1) as incorporated by Rule 7102 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

Background

5. On December 9, 2002 (the "Petition Date"), the Debtors filed voluntary petitions for relief under the Bankruptcy Code and commenced the above-captioned Chapter 11 cases (the "Chapter 11 Cases"). The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. On December 13, 2002, the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee").

6. On or about, April 15, 2004, OurHouse filed an adversary complaint against, among others, the Debtors and certain current and former officers and directors (the D&O's) of UAL Loyalty Services, Inc. ("ULS"), Case No. 04 A 02086 (the "OurHouse Adversary"). Counts IV and V of the OurHouse Adversary seek recovery against the Debtors and the above-named officers and directors for alleged "illegal dividends" under, purportedly, both bankruptcy and non-bankruptcy law. *See* Complaint ¶¶ 97 and 98.

Argument

A. Counts IV and V of the OurHouse Adversary are Property of the Debtors' Estates.

(1) Claims for unlawful dividends are derivative actions under Delaware law, and therefore, property of the Debtors' estates.

7. Counts IV and V, which are claims for recovery of illegal dividends, are derivative actions under Delaware law. *Kramer v. Western Pacific Industries, Inc.* 546 A.2d 348, 353 (Del. S. Ct. 1988) (holding that excessive payment from corporate funds constitutes derivative action); *see also In re Rexene Corporation Shareholders Litigation*, 1991 WL 77529 *3 (Del. Ch.) (holding that "claims of waste, self-dealing and improper payment of excessive

dividends have been held to be derivative and not individual”); *Hall v. Sunshine Mining Company (In re Sunshine Precious Metals, Inc.)*, 157 B.R. 159, 163 (Bankr. D. Idaho 1993) (holding that the language of the Delaware statute providing a remedy for illegal dividends “demonstrates on its face that the injury to creditors is derivative.”)

8. The commencement of a bankruptcy case creates an estate for the benefit of creditors which encompasses “all legal or equitable interests of the debtor in property as of the commencement of the case.” 11 U.S.C. § 541(a)(1). The bankruptcy estate includes all legal claims owned by a corporate debtor, including derivative actions. *Fogel*, 221 F.3d at 966; *see also Matter of Consolidated Bancshares*, 785 F.2d 1249, 1253-54 (5th Cir. 1986); *West v. H&R Block Tax Services, Inc.*, No. 03 C 4289, 2003 WL 22995158 *2 (N.D. Ill. Dec. 15, 2003) (Kocoras, Chief J.), holding that when a debtor files for bankruptcy:

virtually all property of the debtor at that time becomes property of the bankruptcy estate. *In re Yonikus*, 996 F.2d 866, 869 (7th Cir. 1993). Section 541 of the Bankruptcy Code creates a bankruptcy estate comprised of all legal or equitable interests of the debtor in property as of the commencement of the case. 11 U.S.C. § 541(a)(1). What constitutes an “interest” of the debtor is interpreted extremely broadly as “every conceivable interest of the debtor, future, nonpossessory, contingent, speculative, and derivative, is within the reach of [11 U.S.C. § 541(a)(1).]” *Yonikus* at 869. Among the vast range of potential property belonging to a debtor, 11 U.S.C. § 541(a)(1) has uniformly been interpreted to include causes of action. *In re Polis*, 217 F.3d 899, 901 (7th Cir. 2001).

Id.

9. Therefore, as derivative actions, Counts IV and V are property of the Debtors’ estates.

(2) **Avoidance and recovery actions under the Bankruptcy Code are property of the Debtors' estates**

10. Although OurHouse alleges that it may pursue recovery actions under the Bankruptcy Code, it makes no reference as to what provision allows it such authority. See OurHouse Adversary ¶ 97. In any event, this argument is equally unavailing for standing purposes. That is, to the extent OurHouse bases Count IV on Sections 542, 543, 544, 547 or 548 of the Bankruptcy Code, the Debtors are the sole party with the authority to pursue such avoidance and/or recovery actions. See *In re Xonics Photochemical, Inc.*, 841 F.2d 198, 202-03 (7th Cir. 1988) (stating that actions under Sections 544(b) and 548(a) belong to the trustee or debtor in possession); *Koch Refining v. Farmers Union Central Exchange, Inc.*, 831 F.2d 1339, 1342-43 (7th Cir. 1987) (“The trustee’s single effort [to pursue avoidance actions] eliminates the many wasteful and competitive suits of individual creditors”); *Dana Molded Products, Inc. v. Brodner*, 58 B.R. 576, 578 (N.D. Ill. 1986) (holding that a creditor’s standing to pursue fraudulent conveyances and similar derivative claims passes solely to the trustee/debtor in possession in event of bankruptcy); *In re Allard*, 198 B.R. 715, 719 (Bankr. N.D. Ill. 1996) (“Generally, individual creditors are not empowered to use the trustee’s avoiding powers either for their own benefit or for the benefit of the estate, not even to attack transfers the creditors could have avoided under state law because of harm to them personally”); see also *West*, 2003 WL 22995158 at *2 (holding creditor did not have standing to pursue action belonging to the debtor’s estate).

11. In sum, regardless of whether OurHouse is pursuing Counts IV and V under state or bankruptcy law, it is black letter law that Counts IV and V, seeking to recover alleged illegal dividends, are property of the estate.

B. Counts IV and V should be dismissed because OurHouse lacks standing to bring the claims alleged in Counts IV and V.

12. As Counts IV and V are solely the property of the Debtors, OurHouse lacks standing to pursue such judgments, and therefore, Counts IV and V should be dismissed pursuant to Fed. R. Civ. P. 12(b)(1). *See Fogel*, 221 F.3d at 966; *Perry v. Village of Arlington Heights*, 186 F.3d 826, 829 (7th Cir. 1999) (holding upon challenge of standing pursuant to (12)(b)(1), motion will be granted unless non-moving party can establish facts supporting standing with “competent proof”); *In re American Federation of Gov. Employees Local 2119 v. Cohen*, 171 F.3d 460 (holding 12(b)(1) is appropriate vehicle for dismissal of complaint for lack of standing); *Xonics Photochemical*, 841 F.2d at 202-03 (holding debtor/trustee is sole party with standing to pursue actions on behalf of debtor); *Koch Refining*, 831 F.2d at 1342-43 (same); *Dana Molded Products*, 58 B.R. at 578 (same); *In re Allard*, 198 B.R. at 719 (same); *see also Solow v. Stone*, 994 F.Supp. 173, 180 (S.D.N.Y. 1998) (dismissing derivative action filed by “sole non-insider significant creditor” for of lack of standing pursuant to 12(b)(1)).

13. Whether standing exists is paramount inquiry into a court's subject matter jurisdiction over a case, as it is “the threshold question in every federal case, determining the power of the court to entertain the suit.” *Warth v. Seldin*, 422 U.S. 490, 498, 95 S.Ct. 2197, 45 L.Ed.2d 343 (1975). “In its constitutional dimension, standing imports justiciability: whether the plaintiff has made out a case or controversy between himself and the defendant within the meaning of [Article III of the Constitution.]” *Id.*

14. If standing is challenged by the defendant, the plaintiff must establish by a preponderance of the evidence that standing exists. *Lee v. City of Chicago*, 330 F.3d 456, 468 (7th Cir. 2003). A dismissal for lack of subject matter jurisdiction under Rule 12(b)(1) is appropriate, where standing is challenged as a factual matter, when a plaintiff fails to support the

allegations necessary for standing with “competent proof.” *Retired Chicago Police Ass'n v. City of Chicago*, 76 F.3d 856, 862 (7th Cir.1996); *Perry*, 186 F.3d at 829; *Allstate Ins. Co. v. City of Chicago*, 2003 WL 1877670, *3 (N.D. Ill. April 14, 2003). The Seventh Circuit has interpreted “competent proof” as “requiring a showing by a preponderance of the evidence, or proof to a reasonable probability, that standing exists.” *Id.* (citing *NLFC, Inc. v. Devcom Mid-America, Inc.*, 45 F.3d 231, 237 (7th Cir.), *cert. denied*, 515 U.S. 1104 (1995)).

15. Courts must resolve questions of standing according to a two-part inquiry that considers “both constitutional limitations of federal-court jurisdiction and prudential limitations in its exercise.” *Gladstone Realtors v. Village of Bellwood*, 441 U.S. 91, 99, 99 S.Ct. 1601, 1607, 60 L.Ed.2d 66 (1979) (quoting *Warth*, 422 U.S. at 498, 95 S.Ct. at 2205 (1975)). Ordinarily, “a litigant seeking relief in federal court must satisfy *both* constitutional and prudential limitations in order to have standing to sue.” *Locals 666 and 780 v. United States Dept. of Labor*, 760 F.2d 141, 143 (7th Cir.), *cert. denied*, 474 U.S. 901, 106 S.Ct. 227, 88 L.Ed.2d 227 (1985) (emphasis in original).

16. Even if a party satisfies the Article III criteria, there are several judicially self-imposed limits on the exercise of federal jurisdiction that may preclude a litigant’s standing, including:

the general prohibition on a litigant’s raising another person’s legal rights, the rule barring adjudication of generalized grievances more appropriately addressed in the representative branches, and the requirement that a plaintiff’s complaint fall within the zone of interests protected by the law invoked.

Allen v. Wright, 468 U.S. 737, 751, 104 S. Ct. 3315, 3324, 82 L. Ed. 2d 556 (1984).

17. These prudential limitations on standing eliminate cases “where no individual rights would be vindicated” and restrict “access to federal courts to those litigants best suited to assert a particular claim.” *Gladstone*, 441 U.S. at 100, 99 S.Ct. at 1608.

18. In the present case, it is simply indisputable that OurHouse lacks standing to pursue the causes of action alleged in Counts IV and V as they are and remain property of the Debtors’ estates. *See Fogel*, 221 F.3d at 966; *Perry v. Village of Arlington Heights*, 186 F.3d 826, 829 (7th Cir. 1999); *Xonics Photochemical*, 841 F.2d at 202-03; *Koch Refining*, 831 F.2d at 1342-43; *Dana Molded Products*, 58 B.R. at 578; *In re Allard*, 198 B.R. at 719; *see also Solow*, 994 F.Supp. at 180.

19. OurHouse has *not even attempted to plead* any basis for jurisdiction, such as (i) “special injury” establishing Counts IV and V as individual actions, or (ii) prior relief from the Court to pursue the Debtors’ actions. Indeed, that is because, simply, such facts do not exist, and without question, OurHouse cannot establish any such facts with “competent facts.” *See Perry*, 186 F.3d at 829.¹

20. To the contrary, OurHouse has admitted that it did not have standing to pursue Counts IV and V at the time of filing its adversary complaint, and now, seeks authority to pursue such claims from the Court. *See Motion of OurHouse, Inc. for Entry of an Order (a) Excusing OurHouse from Submitting a Formal Demand for Prosecution to the Debtors; and (b) Granting OurHouse Authority to Pursue the Causes of Action Underlying Counts IV and V of its Adversary Complaint [docket # 6577].*

¹ On May 6, 2004, OurHouse served Debtors’ counsel with a demand to prosecute the actions in Counts IV and V. The Debtors are currently evaluating OurHouse’s request. This belated demand does not remedy the fact that OurHouse cannot pursue Counts IV and V without relief from the Court upon a showing that the Debtors shirked their fiduciary responsibilities in not pursuing the claims alleged in Counts IV and V. *Fogel*, 221 F.3d at 965; *Xonics*, 841 F.2d at 203; *Aurora Homes Services, Inc.*, 2000 WL 1468314, *4 (N.D. Ill. 2000) (rejecting creditor’s argument that it should be afforded derivative standing to pursue complaint because, even if demand would have been futile, creditor failed to request leave from court to bring claim).

21. Therefore, Counts IV and V should be dismissed pursuant to Fed. R. Civ. P. 12(b)(1).

Notice

22. Notice of this Motion has been given to (a) the United States Trustee; (b) counsel for the Debtors' debtor in possession lenders; (c) counsel for the Official Committee of Unsecured Creditors; (d) counsel for the U.S. Trustee; (e) counsel to OurHouse; and (f) all persons currently on the 2002 Service List. In light of the nature of the relief requested, the Debtors submit that no further notice is necessary.

No Prior Request

23. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto (a) dismissing Counts IV and V of the OurHouse Adversary, and (b) granting such other and further relief as this Court may deem just and proper.

Dated: Chicago, Illinois
May 6, 2004

Respectfully submitted,



James H.M. Sprayregen, P.C. (ARDC No. 6190206)

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Counsel for the Debtors and Debtors in Possession

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SAHADEVAN, and the OFFICIAL COMMITTEE)	
OF UNSECURED CREDITORS OF UAL)	
CORPORATION and each of its jointly-)	
administered debtors,)	
)	
Defendants.)	

**ORDER DISMISSING COUNTS IV AND V OF
ADVERSARY NO. 04 A 2086**

Upon the emergency motion (the "Motion")¹ of the Debtors in the above-captioned chapter 11 cases, for entry of an order dismissing Counts IV and V of adversary number 04 A 2086, filed by OurHouse, Inc.; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(a); and after due deliberation and cause appearing therefore; it is hereby ORDERED THAT:

1. The Motion is Granted
2. Counts IV and V are dismissed.
3. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.
4. Notwithstanding the provisions of Bankruptcy Rule 6004(g), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: Chicago, Illinois
April _____, 2004

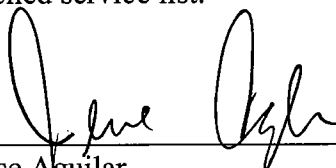
UNITED STATES BANKRUPTCY JUDGE

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

CERTIFICATE OF SERVICE

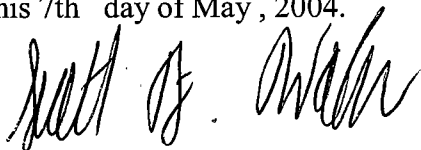
I, Jesse Aguilar, a non attorney, certify that on the 7th day of May, 2004, I caused to be served, by e-mail (to parties who have provided an e-mail address), facsimile (to parties who have not provided an e-mail address) and by overnight delivery (to all parties who have not provided an e-mail address or a facsimile number), a true and correct copy of the foregoing **Debtors' Motion to Dismiss Counts IV and V**, on the parties on the attached service list.

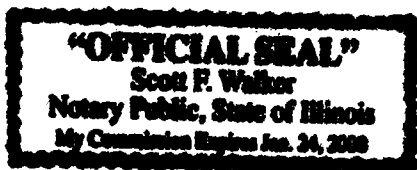
Dated: May 7, 2004



Jesse Aguilar

Subscribed and sworn to before me
this 7th day of May, 2004.





CORE GROUP SERVICE LIST

Debtors: United Air Lines, Inc. WHQLD 1200 East Algonquin Road Elk Grove Village, Illinois 60007 Attn: John Lakosil Phone: (847) 700-4462 Facsimile: (847) 700-4683	Counsel to Debtors and Debtors in Possession: Kirkland & Ellis 200 East Randolph Street Chicago, Illinois 60601 Attn: James H.M. Sprayregen, P.C. Marc Kieselstein David R. Seligman Steven Kotarba Phone: (312) 861-2000 Facsimile: (312) 861-2200
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Counsel to the Debtors' debtor in possession lender (Citibank and JP Morgan): Kaye Scholer, LLP 3 First National Plaza, Suite 4100 70 West Madison Street Chicago, Illinois 60602 Attn: Michael B. Solow Phone: (312) 583-2300 Facsimile: (312) 583-2360	Debtors' Private Copy Service: Merrill Corporation 250 South Wacker Drive, 4th Floor Chicago, Illinois 60606 Attn: Patrick Finnerty Phone: (312) 786-6300 Facsimile: (312) 930-5986
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2002 Service List as of: 5/7/2004 9:43:14 AM

In re UAL Corporation, et al.

Case No. 02-B-48191

Northern District of Illinois, Eastern Division

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